

COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:

ELECTRONIC JOINT APPLICATION OF PPL)
CORPORATION, PPL SUBSIDIARY HOLDINGS,)
LLC, PPL ENERGY HOLDINGS, LLC, LG&E AND)
KU ENERGY LLC, LOUISVILLE GAS AND)
ELECTRIC COMPANY AND KENTUCKY) CASE NO. 2017-00415
UTILITIES COMPANY FOR APPROVAL OF AN)
INDIRECT CHANGE OF CONTROL OF)
LOUISVILLE GAS AND ELECTRIC COMPANY)
AND KENTUCKY UTILITIES COMPANY)

ORDER

This matter arises upon the motion of PPL Corporation, PPL Subsidiary Holdings, LLC, PPL Energy Holdings, LLC, LG&E and KU Energy LLC, Louisville Gas and Electric Company ("LG&E"), and Kentucky Utilities Company ("KU") (collectively "Joint Applicants") requesting clarification of the Order issued on February 22, 2018, regarding the scope of the hearing scheduled for March 20, 2018. Joint Applicants point out that the February 22, 2018 Order, among other things, directed them to file testimony addressing the costs and benefits associated with any potential merger of LG&E and KU. Joint Applicants further point out that the underlying application did not present any evidence on the merits of a potential merger of LG&E and KU as such issue was not related to its proposed corporate restructuring. Accordingly, the Joint Applicants request clarification whether the scope of the formal hearing will include the merits of their application, the costs and benefits associated with any potential merger

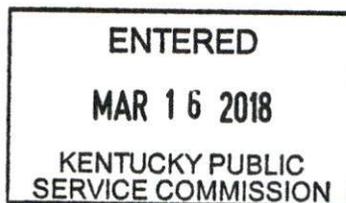
of LG&E and KU or both so that the Joint Applicants can identify the appropriate witness(es) for the formal hearing.

Having reviewed the motion and being otherwise sufficiently advised, the Commission will clarify that the March 20, 2018 formal hearing will focus primarily on LG&E and KU's corporate governance as it relates to identifying areas of efficiencies from a combined LG&E and KU entity.

IT IS HEREBY ORDERED that:

1. Joint Applicants' motion to clarify is granted.
2. The February 22, 2018 Order is clarified to the extent that the scope of the formal hearing scheduled for March 20, 2018, will primarily focus on LG&E and KU's corporate governance as it relates to identifying areas of efficiencies from a combined LG&E and KU entity.

By the Commission



ATTEST:


Executive Director

*Honorable Allyson K Sturgeon
Senior Corporate Attorney
LG&E and KU Energy LLC
220 West Main Street
Louisville, KENTUCKY 40202

*Honorable Michael L Kurtz
Attorney at Law
Boehm, Kurtz & Lowry
36 East Seventh Street
Suite 1510
Cincinnati, OHIO 45202

*Jody M Kyler Cohn
Boehm, Kurtz & Lowry
36 East Seventh Street
Suite 1510
Cincinnati, OHIO 45202

*Rebecca W Goodman
Assistant Attorney General
Office of the Attorney General Office of Rate
700 Capitol Avenue
Suite 20
Frankfort, KENTUCKY 40601-8204

*Justin M. McNeil
Office of the Attorney General Office of Rate
700 Capitol Avenue
Suite 20
Frankfort, KENTUCKY 40601-8204

*Kentucky Utilities Company
220 W. Main Street
P. O. Box 32010
Louisville, KY 40232-2010

*Honorable Kurt J Boehm
Attorney at Law
Boehm, Kurtz & Lowry
36 East Seventh Street
Suite 1510
Cincinnati, OHIO 45202

*Louisville Gas and Electric Company
220 W. Main Street
P. O. Box 32010
Louisville, KY 40232-2010

*Honorable Kendrick R Riggs
Attorney at Law
Stoll Keenon Ogden, PLLC
2000 PNC Plaza
500 W Jefferson Street
Louisville, KENTUCKY 40202-2828

*Kent Chandler
Assistant Attorney General
Office of the Attorney General Office of Rate
700 Capitol Avenue
Suite 20
Frankfort, KENTUCKY 40601-8204

*Larry Cook
Assistant Attorney General
Office of the Attorney General Office of Rate
700 Capitol Avenue
Suite 20
Frankfort, KENTUCKY 40601-8204